

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE STILLWATER CAPITAL
PARTNERS INC. LITIGATION

This Document Relates to:

ALL ACTIONS

Case No. 11 Civ. 2737 (SAS)

ECF CASE

DECLARATION OF JOSHUA S. SOHN

Pursuant to 28 U.S.C. § 1746, Joshua S. Sohn, Esq. declares:

1. I am a member of the law firm DLA Piper LLP (US), counsel to Defendant Gary T. Hirst, and a member of the bar of this Court. I submit this declaration in compliance with the local practice rules of this Court, Section IV, subparts A and B and to put before the Court true and correct copies of the annexed documents. The statements made herein are based on my personal knowledge.

2. On June 28, 2011, I wrote counsel for the Plaintiffs in this action to inform them of deficiencies inherent in the Operative Complaint, and to request that they dismiss their claims against Mr. Hirst. A true and correct copy of this letter is attached as Exhibit A.

3. Plaintiffs have neither withdrawn nor modified their claims against Mr. Hirst in response to the issues raised by my June 28, 2011 letter.

4. Attached as Exhibit B is a true and correct copy of the Amended Complaint filed in the above entitled action on September 9, 2011

5. Attached as Exhibit C is a true and correct copy of the decision in *Guinness PLC v. Saunders*, [1990] 2 A.C. 663 (House of Lords)

6. Attached as Exhibit D is a true and correct copy of the decision in *Mut. Reinsurance Co. Ltd. v. Peat Marwick Mitchell & Co.*, [1997] 1 Lloyd's Rep. 253 (C.A.) (Eng.).

7. Attached as Exhibit E is a true and correct copy of the decision in *Prudential Assurance Co. v. Newman Indus. Ltd.*, [1982] 1 All ER 354 (C.A.) (Eng.).

8. Attached as Exhibit F is a true and correct copy of the decision in *Burland v. Earle*, [1902] AC 83 (Can. Privy Council).

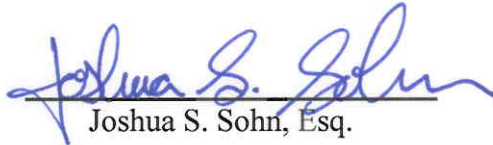
9. Attached as Exhibit G is a true and correct copy of the decision in *Stein v. Blake*, [1998] 1 All ER 724 (C.A.) (Eng.).

10. Attached as Exhibit H is a true and correct copy of the decision in *Edwards v. Halliwell*, [1950] 2 All ER 1064 (C.A.) (Eng.).

11. Attached as Exhibit I is a true and correct copy of the decision in *Clark v. Energia Global Int'l Ltd.*, [2001] No. 173 (Bermuda Supreme Court, Sept. 18, 2002).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
October 21, 2011


Joshua S. Sohn, Esq.